

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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|-----------------------------------|---|---------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| DELPHI CORPORATION, et al. |) | Case No.: 05-44481 (RDD) |
| |) | |
| Debtors. |) | (Jointly Administered) |

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

| | |
|------------------|---|
| STATE OF ALABAMA |) |
| |) |
| COUNTY OF SHELBY |) |

Keith J. Pflaum, being duly sworn, deposes and says:

1. I am a principal of Porterfield, Harper, Mills & Motlow, P.A. ("PHM&M") which firm maintains offices at 22 Inverness Center Parkway, Birmingham, Alabama 35242.

2. Neither I, "PHM&M," nor any partner, auditor, or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), with creditors, or any party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "PHM&M" has represented and advised the Debtors in Alabama with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and "PHM&M" has agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "PHM&M" proposes, to render the following services to the Debtors:

Legal advice, counsel, and representation.

5. "PHM&M"'s current fees arrangement is \$135.00 per hour.

6. Except as set forth herein, no promises have been received by "PHM&M" or any partner, auditor, or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, order of this Court, and the Fee Guidelines promulgated by

the Executive Officer of the United States Trustee.

7. "PHM&M" has no agreement with any entity to share with such entity any compensation received by "PHM&M".

8. "PHM&M" and its partners, auditors, or other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. "PHM&M" does not and will not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "PHM&M," nor any partner, auditor, or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "PHM&M" is to be engaged.

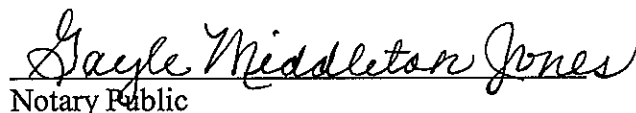
10. The foregoing constitutes the statement of "PHM&M" pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT.



Keith J. Pflaum

Subscribed and sworn before me this 8th day of February, 2006.


Notary Public

CERTIFICATE OF SERVICE

I, Keith J. Pflaum, do hereby certify that a copy of the above and foregoing has been served upon the following by placing a copy of the same in the United States Mail, first class postage prepaid and properly addressed on this the 8 day of Feb, 2006.

Delphi Corporation
ATTN: General Counsel
5725 Delphi Drive
Troy, MI 48098

Mark A. Broude, Esq.
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Marissa Wesley, Esq.
Simpson, Thacher & Bartlett, LLP
425 Lexington Avenue
New York, NY 10017

Office of the United States Trustee
For the Southern District of New York
ATTN: Alicia M. Leonhard, Esq.
33 Whitehall Street, Suite 2100
New York, NY 1004

Marlane Melican, Esq.
Davis, Polk & Wardell
450 Lexington Avenue
New York, NY 10014




Keith J. Pflaum

OF COUNSEL:

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P.O. Box 530790
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(205) 980-5000

Subscribed and sworn before me this
8th day of February, 2006.


Notary Public